

D. Billye Sanders

Attorney-at Law
3514 Geneva Circle
Nashville, Tennessee 32709
(615) 500-7749
sanders.billye@gmail.com

October 19, 2012

Mr. Jerry Kettles, Chief Economic Analysis & Policy Division
c/o Ms. Sharla Dillon, Docket Room Manager
460 James Robertson Parkway
Nashville, Tennessee 37219

RE: Petition of Kentucky Utilities Company for an Order Amending And Extending Existing Authority With Respect to Revolving Line of Credit, Docket No. 12-00108; Second Response to Data Request

Dear Mr. Kettles,

This letter is in response to your data request dated October 3, 2012 seeking the status and periodic updates on the similar filings of Kentucky Utilities Company ("KU") pending before the Kentucky Public Service Commission ("KPSC") and the Virginia State Corporation Commission (VSCC).

Attached is the Order of the VSCC approving KU's request to extend KU's existing authority that was approved in VSCC Cases Nos. PUE-2010-00061 and PUE- 2012-00078. This approval pertains to the extension of authority that is the subject of the current Docket before the TRA.

KU expects to receive an Order from the KPSC soon. Consequently, KU wishes to proceed with financing transactions shortly after that Order is issued and therefore respectfully requests the TRA to expedite the issuance of its Order in this Docket such that it will be issued by October 31, 2012.

Sincerely,

D. Billye Sanders

D. Billye Sanders
Attorney for Kentucky Utilities Company

c: Kendrick R. Riggs, Esq., Stoll Keenon Ogden PLLC
John Wade Hendricks, Esq., Stoll Keenon Ogden PLLC
Allyson K. Sturgeon, Senior Corporate Attorney, LG&E and KU Energy LLC

COMMONWEALTH OF VIRGINIA 121020070
STATE CORPORATION COMMISSION

AT RICHMOND, October 11, 2012

APPLICATION OF

KENTUCKY UTILITIES COMPANY d/b/a
OLD DOMINION POWER COMPANY

CASE NO. PUE-2012-00078

For authority to issue securities and assume obligations under Chapter 3 of Title 56 of the Code of Virginia and to engage in an affiliate transaction under Chapter 4 of Title 56 of the Code of Virginia

SEC. CLERK'S OFFICE
CORPORATE CONTROL CENTER
2012 OCT 11 P 1:35

ORDER EXTENDING AUTHORITY GRANTED

On July 5, 2012, Kentucky Utilities Company d/b/a Old Dominion Power Company ("KU/ODP" or the "Company") filed an application with the State Corporation Commission ("Commission") for authority under Chapter 3 of Title 56 of the Code of Virginia ("Code")¹ to, among other things, increase the amount of its existing multi-year revolving line of credit ("Revolving Line of Credit")² up to an additional \$100 million for a total amount not to exceed \$500 million.

On July 27, 2012, the Commission granted the authority that, among other things, authorized the Company to amend its current multi-year Revolving Line of Credit by increasing the amount of short-term debt by \$100 million, for a total amount not to exceed \$500 million or, in the alternative, to enter into one or more new revolving credit facilities with a term not to exceed five (5) years in an amount not to exceed \$100 million.

¹ Va. Code § 56-55 *et seq.*

² By Order Extending Authority Granted dated September 27, 2011, in Case No. PUE-2010-00061, the Commission authorized KU/ODP to enter into one or more revolving credit facilities with one or more financial institutions in an amount not to exceed \$400 million through December 31, 2016.

On September 27, 2012, KU/ODP filed a request ("Request") in which the Company stated that it had "determined it is likely that, in the future, changing market conditions and interest rates will mean that revolving credit will no longer be available on terms as favorable as found in KU/ODP's current revolving credit facility."³ The Company further represented that lenders are willing to accept revolving credit facilities with terms up to five years, with the five-year period commencing upon closing. Therefore, KU/ODP requests authority to extend its existing and previously authorized Revolving Line of Credit to five years from the closing date which will be an approximately one-year extension, but no further than through December 31, 2017.

NOW THE COMMISSION, upon consideration of KU/ODP's Request, is of the opinion and finds that the Company's Request should be granted and that the Company should be authorized to amend and extend the term of its Revolving Line of Credit through December 31, 2017.

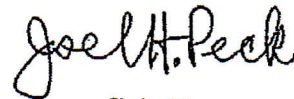
Accordingly, IT IS ORDERED THAT:

- (1) KU/ODP is hereby authorized to amend and extend the terms of its existing and previously authorized Revolving Line of Credit through December 31, 2017.
- (2) KU/ODP shall file a copy of the extension agreement promptly after it becomes available.
- (3) Except to the extent modified herein, all of the other provisions of the Commission's July 27, 2012 Order shall remain in full force and effect.
- (4) This matter shall remain under the continued review, audit, and appropriate directive of the Commission.

³ Request at 1.

AN ATTESTED COPY hereof shall be sent by the Clerk of the Commission to: Lonnie E. Bellar, Vice President, State Regulation and Rates, LG&E and KU Energy, LLC, 220 West Main Street, Louisville, Kentucky 40202; Daniel K. Arbough, Director, Corporate Finance and Treasurer, LG&E and KU Energy, LLC, 220 West Main Street, Louisville, Kentucky 40202; Kendrick R. Riggs, Stoll Keenon Ogden PLLC, 2000 PNC Plaza, 500 West Jefferson Street, Louisville, Kentucky 40202; and Allyson K. Sturgeon, Senior Corporate Attorney, LG&E and KU Energy, LLC, 220 West Main Street, Louisville, Kentucky 40202. A copy shall be delivered to the Commission's Office of General Counsel and to the Division of Utility Accounting and Finance.

A True Copy
Teste:



Clerk of the
State Corporation Commission